

RECORDATION NO. 22419-N FILED

ALVORD AND ALVORD  
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WASHINGTON, D.C.

DEC 22 '05 11-31 PM  
SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

December 22, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Release of Lien (SPV), dated as of December 22, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Mortgages referenced in previous filings with the Board under Recordation Numbers 22419-G and 22419-L.

The names and addresses of the parties to the enclosed document are:

Secured Party:	Export Development Canada 151 O'Connor Street Ottawa, Ontario K1A 1K3 Canada
Secured Party:	KfW (f/k/a Kreditanstalt Fur Wiederaufbau) Palmengartenstrasse 5-9 60325 Frankfurt am Main Germany
[Borrower:	Kansas City Southern Railway Company P. O. Box 219335 Kansas City, Missouri 64121]

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[Borrower: NAFTA Rail, S.A. De C.V.  
P. O. Box 219335  
Kansas City, Missouri 64121]

[Borrower: El-Mo-Mex, Inc. c/o General Motors  
Corporation (Electro-Motive Division)  
9301 West 55th Street  
LaGrange, Illinois 60525]

A description of the railroad equipment covered by the enclosed document  
is:

25 locomotives within the series TFM 1605 - TFM 1674 as more  
particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Partial Release of Lien (SPV).

Also enclosed is a check in the amount of \$33.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

22419-N  
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**PARTIAL RELEASE OF LIEN (SPV)**

SURFACE TRANSPORTATION BOARD

This Partial Release of Lien (this "Partial Release") is given as of this 22<sup>nd</sup> day of December, 2005, by Export Development Canada ("EDC") and KfW (f/k/a Kreditanstalt fur Wiederaufbau) ("KfW"); KfW and EDC collectively referred to as the "Secured Party").

Reference is made to (i) the Mortgage and Security Agreement dated as of November 2, 2005 (the "Mortgage"), made by The Kansas City Southern Railway Company ("KCSR") and NAFTA Rail, S.A. de C.V. ("SPV"; SPV and KCSR collectively referred to as the "Debtors") in favor of the Secured Party, (ii) the Memorandum of Mortgage and Security Agreement (SPV) dated as November 2, 2005 (the "Memorandum"), made by SPV in favor of the Secured Party with respect to the SPV Locomotives and (iii) the Mortgage and Security Agreement dated as of March 14, 2003 (the "EMM Mortgage"), made by El-Mo-Mex, Inc. in favor of the Secured Party with respect to the Locomotives.

The Memorandum (i) was filed with the Surface Transportation Board on November 2, 2005 and assigned recordation number 22419-L and (ii) was deposited with the Registrar General of Canada on November 2, 2005.

The EMM Mortgage (i) was filed with the Surface Transportation Board on March 14, 2003 and assigned recordation number 22419-G and (ii) was deposited with the Registrar General of Canada on March 14, 2003.

The Secured Party hereby releases any and all security interests, liens, claims and other encumbrances in the SPV Locomotives identified on Exhibit A hereto (the "Released Locomotives"), including without limitation, any security interests, liens, claims or other encumbrances granted under the Mortgage and the EMM Mortgage with respect to the Released Locomotives.

This instrument is executed upon the express condition that nothing herein contained shall be construed to release from the lien of the Mortgage and the EMM Mortgage, or to impair said lien upon any property subject hereto, except the Released Locomotives.

*[Signature Pages Follow]*

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Partial Release of Lien to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

**EDC:**

We certify that we hold the respective titles set forth below, that this instrument was signed on behalf of EDC by authority of its board of directors and that we acknowledge that the execution of the foregoing instrument was the free act and deed of EDC. We further declare under penalty of perjury that the foregoing is true and correct.

**EXPORT DEVELOPMENT CANADA**


Signature:   
Name: IAN CAMERON  
Title: ASSET MANAGEMENT

Signature:   
Name: ROMAN CHOMYN  
Title: PORTFOLIO  
MANAGER

KfW:

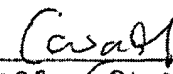
We certify that we hold the respective titles set forth below, that this instrument was signed on behalf of KfW by authority of its board of directors and that we acknowledge that the execution of the foregoing instrument was the free act and deed of KfW. We further declare under penalty of perjury that the foregoing is true and correct.

KfW

Signature: 

Name: Martin Kloster

Title: First Vice President

Signature: 

Name: Inga Conrady

Title: VICE PRESIDENT

**EXHIBIT A  
RELEASED LOCOMOTIVES**

**Reporting Mark: TFM**

**ROAD  
NUMBER**

1605  
1614  
1615  
1623  
1626  
1627  
1629  
1632  
1633  
1634  
1635  
1637  
1638  
1640  
1643  
1644  
1653  
1654  
1658  
1659  
1660  
1661  
1662  
1664  
1666  
1669  
1671  
1672  
1674

Total Units = 29

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

12/22/05



\_\_\_\_\_  
Robert W. Alvord